

Frank Baxter

From: Link, Terry <tlink@ralaw.com>
Sent: Monday, November 25, 2019 6:17 PM
To: Nealis, Peter (PNealis@taftlaw.com)
Cc: Kopp, Ron
Subject: Expiration of Offer this Friday - RE: Status Update

Hi Peter,

Unfortunately, it has been approx. 3 weeks since the documents have been finalized, ready for execution by your client. While the Company has been patient, it cannot continue to allow your client to violate the non-competition covenants in his employment agreement, and to use Company property. As such, if your client does not execute the documents by 5 pm this Friday, November 29, 2019, the Company's offer to redeem your client's equity interest and enter into the related transactions as contemplated by the documents will automatically expire without the need for further notification, effective as of such date and time. Further, effective from and after this date and time:

- The Company will expect your client to immediately discontinue use of all Company property and return it to the Company no later than Monday, December 2, 2019.
- The Company will expect your client to comply with the terms of his employment agreement and will seek enforcement this agreement, if necessary.
- The Company will seek repayment of the loan made to your client.

Withdrawing the offer later this week is certainly not the Company's preferred approach, particularly after the Company has spent the last several months negotiating the documents in good faith under the assumption that your client was interested in resolving this matter amicably. However, at this point, the Company is questioning whether your client ever had a good faith intent to execute the documents.

Please confirm receipt of this email and advise with any questions or comments.

Thanks,
Terry
330 849 6755

From: Nealis, Peter <PNealis@taftlaw.com>
Sent: Friday, November 22, 2019 4:59 PM
To: Krebs, Patrick J. <pkrebs@taftlaw.com>; Link, Terry <tlink@ralaw.com>
Subject: RE: Status Update

EXT:

Terry:

Apologies for the delay. Given the importance of this decision, Ronnie is taking another look at the everything to make sure that he is comfortable with the deal. I will reach out to you next week.

Please call with any questions.

Thanks again,

